

ASK LLP
Brigette G. McGrath
Kara E. Casteel
Joseph L. Steinfeld, Jr.
2600 Eagan Woods Drive, Suite 400
Saint Paul, MN 55121
Telephone: (651) 406-9665
Email: kcasteel@askllp.com

Edward E. Neiger
Marianna Udem
151 West 46th Street, 4th Floor
New York, NY 10036
Telephone: (212) 267-7342
Email: eneiger@askllp.com

Counsel for Sears Holdings Corporation and
its debtor affiliates, as debtors and debtors in possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)
(Jointly Administered)

Re: Docket Index 5489

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**ORDER GRANTING FIRST QUARTERLY REPORT OF ASK LLP AS SPECIAL
AVOIDANCE COUNSEL FOR THE DEBTORS FOR THE
PERIOD APRIL 1, 2019 THROUGH SEPTEMBER 30, 2019**

ASK LLP, Counsel for Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above matter, having filed its First Quarterly Report for the Period of April 1, 2019 through September 30, 2019 as Special Avoidance Counsel (the “First Application”);² and the Court having reviewed the First Application; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334; (b) notice of the First Application, and any hearing on the First Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the First Application;

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The First Application is GRANTED.
2. ASK LLP is awarded approval for compensation in the amount of \$128,703.02 for professional services rendered on a contingency fee basis and \$16,234.41 for costs and expenses for a total of \$144,937.43 for the First Fee Period of April 1, 2019 through September 30, 2019.
3. Such sums are authorized for payment less any amounts previously paid to ASK LLP.

Dated: December 26, 2019
White Plains, New York

/s/ Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

² Capitalized terms shall have the same meaning ascribed to them in the First Application.